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November 26, 2014

**VIA EMAIL**

John E. Burgess, Esq.  
Georgia-Pacific Law Department  
133 Peachtree Street NE (30303-1847)  
P.O. Box 105605  
Atlanta, Georgia 30348-5605

**Re: Kalamazoo River Superfund Site/Georgia-Pacific Consumer Products LP et al. v. NCR Corp. et al., No. 11-cv-00483 (W.D. Mich)**

Dear John:

Thank you for your letter of October 10, 2014, requesting that Georgia-Pacific, International Paper, NCR Corp. and Weyerhaeuser meet to discuss an interim joint funding arrangement to cover future investigative and cleanup work at the Site.

As your letter acknowledges, Weyerhaeuser has made a substantial effort to advance the cleanup of the Site. Weyerhaeuser has spent tens of millions of dollars to investigate and clean up the Plainwell Mill, the 12th Street Landfill, and the Kalamazoo River. On September 26, 2002, Weyerhaeuser received a Special Notice Letter from EPA for the 12th Street Landfill. In 2005, Weyerhaeuser and the United States entered into a Consent Decree, approved by the Court, which called for Weyerhaeuser to: (1) pay approximately \$6.3 million to EPA for EPA's past response costs and for use in the Kalamazoo River Special Account; (2) implement the cleanup of the 12th Street Landfill, which is now complete; (2) conduct a Remedial Investigation/Feasibility Study for the former Plainwell Mill property, which is ongoing; and (4) undertake the removal of contaminated banks and sediment adjacent to the Plainwell Mill and 12th Street landfill, which is complete. Weyerhaeuser has fulfilled and continues to fulfill its obligations under the Consent Decree and assumes that the funds it provided for the Kalamazoo River Special Account have been applied to the investigation and cleanup of the Kalamazoo River.

Before it received the Special Notice Letter in 2002, Weyerhaeuser had not been identified as a PRP at the Site by either EPA or the Michigan Department of Environmental Quality. Weyerhaeuser's understanding is that until that time, entities that owned the Plainwell Mill and 12th Street Landfill after Weyerhaeuser, consisting primarily of Philip Morris, Chesapeake Corp., and Plainwell, Inc. (collectively referred to as the "Plainwell entities"), were involved in actions at the Site and that EPA was working constructively with the Plainwell entities. Although EPA had not provided notice to Weyerhaeuser or asked it to participate in cleanup activities at that time, Weyerhaeuser coordinated with the Plainwell entities on certain efforts. Among other things, Weyerhaeuser provided information to Plainwell, Inc. for its preparation of a response to a 104(e) information request, conferred with the Plainwell entities about site investigation and remediation issues, and participated in a portion of a mediation with other PRPs. As you know, Plainwell, Inc. ultimately declared bankruptcy, the resolution of which included a payment of funds to EPA from the bankruptcy estate for use in remediation.

Weyerhaeuser also has endeavored to work with G-P over the years on constructive approaches to site investigation and remediation issues. It has suggested to G-P on many occasions that it may be appropriate to conduct certain investigations and analyses and has recommended cleanup approaches for the Site. From Weyerhaeuser's perspective, G-P has not been receptive to any of Weyerhaeuser's proposals.

In Weyerhaeuser's view, the value of the actions it has taken, together with financial contributions from the Plainwell entities, far exceeds the amount of harm caused by releases from the Plainwell Mill and 12th Street Landfill. Nonetheless, Weyerhaeuser appreciates this overture from Georgia-Pacific, which would be a change of pace from the no-holds-barred litigation that Georgia-Pacific's lawsuit against NCR, IP, and Weyerhaeuser (*Georgia-Pacific Consumer Products LP, et al. v. NCR Corp., et al.*, Civ. A. No. 1:11-cv-483 (W.D. Mich.)) has become. As you must know, Weyerhaeuser devoted considerable time, effort, and expense to defending the lawsuit. Since Weyerhaeuser's receipt of your letter alone, Weyerhaeuser has defended 23 depositions in 14 different cities, participated in several motions hearings, responded to ten sets of discovery requests, prepared and sent three document productions, and otherwise prepared for trial next September. This is, of course, in addition to the eight days of trial in Phase I, the scores of other depositions in this case, and the review of over 900,000 documents that have been produced by the parties. Weyerhaeuser stipulated to certain elements of the Georgia-Pacific response cost claims at issue in the lawsuit, and has devoted its efforts in Phase 2 to ensure that the Court fairly allocate responsibility among the parties.

The case is scheduled for trial next September, and Georgia-Pacific has asked the Court to issue declaratory judgment as to the respective share of future costs each of the parties must bear. Although the tone of the litigation does not give Weyerhaeuser much hope that the parties could reach agreement about an interim funding agreement, let alone before the Court decides a final allocation after trial in September, Weyerhaeuser is willing to engage in meaningful discussions

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with Georgia-Pacific about resolving G-P's lawsuit against Weyerhaeuser or Weyerhaeuser's participation in future actions at the Site.

Sincerely,

A handwritten signature in dark ink, appearing to read "Mark W. Schneider". The signature is fluid and cursive, with the first name "Mark" being the most prominent.

Mark W. Schneider

cc: Weyerhaeuser Company  
Chris Baird, Esq.  
Nicole Wood, Esq.  
Andrew Hanson, Esq.  
Douglas Garrou, Esq.